

RAILEASE

Inc
Business Center Building
P.O. Box 1518
Bellevue, Washington 98009
Telephone (206)455-7400

RECORDATION NO. 12767 Filed 1458

NOV 5 1987 -2 45 PM

INTERSTATE COMMERCE COMMISSION

October 26, 1987

Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Re: RAILEASE Inc Equipment Trust
1980 Series 3 - Amendment Agreement

Date 11/15/87
File # 11.01
ICC Washington, D.C.

Madam:

In accordance with the provisions of 49 U.S.C. §11303 and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there are submitted herewith for filing and recordation Eight (8) executed counterparts of an Amendment Agreement dated as of October 26, 1987 to an Equipment Trust Agreement dated as of September 30, 1980, between THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee, and RAILEASE Inc, a Washington Corporation.

The addresses of the parties are as follows:

RAILEASE Inc
777 - 106th Avenue N.E.
Bellevue, Washington 98004

THE CONNECTICUT BANK AND TRUST COMPANY
One Constitution Plaza
Hartford, Connecticut 06115

The Equipment Trust Agreement amended by this Amendment Agreement was originally filed with the ICC on January 14, 1981 at 9:40 a.m. and assigned recordation number 12767. We request that this Amendment Agreement be assigned the next available letter designations under that primary number.

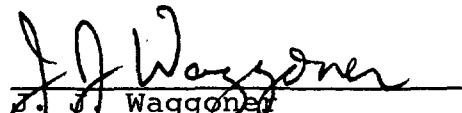
The equipment covered by the Amendment Agreement to the Equipment Trust Agreement is described in Exhibit A hereto. The Amendment Agreement changes the road numbers of cars LRWN 9001-9003, 9006-9007, 9009-9012, 9014, 9017-9019, 9021-9025, 9027, 9030-9031, 9033, 9035-9036, 9041-9042, and 9050 (inclusive) under the Equipment Trust Agreement to WCRC 1050-1076 (inclusive) respectively, and the road numbers of cars ONW 2026, 2031, 2033, 2037-2038, 2052, 2065, 2069-2071, 2073-2074, 2076, 2080, 2082-2083, 2085-2086, 2097 and 2099 (inclusive) under the Equipment Trust Agreement to LRWN 9081-9100 (inclusive).

Enclosed is a check for \$10 to cover the ICC recordation fees.

Following recordation, you are hereby requested to return seven (7) executed counterparts of the Amendment Agreement and this letter with filing data recorded thereon to the undersigned representative of RAILEASE Inc, who is transmitting this letter and said enclosures to you.

Very truly yours,

RAILEASE Inc

By 
J. J. Waggoner
Treasurer

Attachments: Amendment Agreement, 8 Counterparts
Railease Filing Fee Check
Copies of ICC Transmittal Letter

Exhibit A to ICC Transmittal Letter

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of October 26, 1987

Description of Trust Equipment

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Current Initials & Car Numbers (all inclusive)</u>	<u>New Initials & Car Numbers (all inclusive)†</u>
20	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	ONW 2026 ONW 2031 ONW 2033 ONW 2037 ONW 2038 ONW 2052 ONW 2065 ONW 2069 ONW 2070 ONW 2071 ONW 2073 ONW 2074 ONW 2076 ONW 2080 ONW 2082 ONW 2083 ONW 2085 ONW 2086 ONW 2097 ONW 2099	LRWN 9081-9100
30	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	LRWN 9051-9080	
100	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	TOE 4000-4099	
15	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	MSV 485-499	

†New road numbers which will be assigned to these cars.

SCHEDULE A (Continued)
Page Two

<u>Quantity*</u>	<u>Specification</u>	<u>Description</u>	<u>AAR Mechanical Designation</u>	<u>Current Initials & Car Numbers (all inclusive)</u>	<u>New Initials & Car Numbers (all inclusive)</u>
35	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1301-1303 1305 1307 1309-1313 1316 1318-1322 1325 1327-1328 1330-1336 1339 1341-1344 1346-1347 1349-1350	
150	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	CLC 1101-1250	
14	PACCAR Inc PC-725	66 ft 6000 cubic ft chip hopper bottom dump cars	HT	SCTR 1205 1212 1219-1220 1222 1231 1235 1249 1257 1261 1264 1268 1271 1278	
27	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	LRWN 9001 LRWN 9002 LRWN 9003 LRWN 9006 LRWN 9007 LRWN 9009 LRWN 9010 LRWN 9011 LRWN 9012 LRWN 9014 LRWN 9017 LRWN 9018 LRWN 9019 LRWN 9021 LRWN 9022 LRWN 9023 LRWN 9024 LRWN 9025	WCRC 1050 WCRC 1051 WCRC 1052 WCRC 1053 WCRC 1054 WCRC 1055 WCRC 1056 WCRC 1057 WCRC 1058 WCRC 1059 WCRC 1060 WCRC 1061 WCRC 1062 WCRC 1063 WCRC 1064 WCRC 1065 WCRC 1066 WCRC 1067

SCHEDULE A (Continued)
Page Three

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				LRWN 9027	WCRC 1068
				LRWN 9030	WCRC 1069
				LRWN 9031	WCRC 1070
				LRWN 9033	WCRC 1071
				LRWN 9035	WCRC 1072
				LRWN 9036	WCRC 1073
				LRWN 9041	WCRC 1074
				LRWN 9042	WCRC 1075
				LRWN 9050	WCRC 1076
23	PACCAR Inc PC-711	60 ft 6 in 100 ton Bulkhead Flat Cars	FB or FBS	WCRC 1000	
				WCRC 1003	
				WCRC 1004	
				WCRC 1005	
				WCRC 1006	
				WCRC 1007	
				WCRC 1010	
				WCRC 1012	
				WCRC 1016	
				WCRC 1017	
				WCRC 1018	
				WCRC 1019	
				WCRC 1020	
				WCRC 1021	
				WCRC 1022	
				WCRC 1023	
				WCRC 1024	
				WCRC 1025	
				WCRC 1034	
				WCRC 1035	
				WCRC 1036	
				WCRC 1038	
				WCRC 1040	

*Subject to change according to aggregate Cost and available deposited Cash.

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

11/6/87

J.J. Waggoner
Treasurer
RailLease Inc.
Business Center Building
P.O.Box 1518
Bellevue, Washington 98009
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/5/87 at 2:45pm, and assigned recordation number(s). 12767-Q

Sincerely yours,

Norita R. McGee
Secretary

Enclosure(s)

SE-30
(7/79)

12767-5
RECORDATION NO. 1145
NOV 5 1987 2 45 PM - 9
INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of October 26, 1987 between RAILEASE Inc ("Company") and THE CONNECTICUT BANK AND TRUST COMPANY, as Trustee ("Trustee") under an Equipment Trust Agreement dated as of September 30, 1980 between the Company and the Trustee.

WHEREAS the Trustee and Company have entered into an Equipment Trust Agreement (as heretofore amended the "Trust Agreement") dated as of September 30, 1980 (RAILEASE Inc Equipment Trust 1980 Series 3);

WHEREAS the Trust Agreement was filed with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 on January 14, 1981 at 9:40 a.m., and assigned recordation number 12767;

WHEREAS the Company desires to change the car initials and numbers of certain units of Trust Equipment referred to in the Trust Agreement, in connection with lease thereof to a different railroad lessee;

WHEREAS the Company has requested the Trustee to execute this Amendment Agreement;

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby deleted and restated in its entirety as shown in Exhibit A hereto.
2. The Company will promptly cause this Amendment Agreement to be filed in accordance with the provisions of Section 7.04 of the Trust Agreement.
3. Except as amended hereby, the Trust Agreement shall remain unaltered and in full force and effect.
4. This Amendment Agreement may be executed in any number of counterparts, and such counterparts together shall constitute a single instrument. It shall not be necessary that any counterpart be signed by all the parties if each party shall sign at least one counterpart.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized, and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

RAILEASE Inc

[Corporate Seal]

By

Robert L. DeChy
President

Attest:

W. H. Carpenter
Secretary

SCHEDULE A

Exhibit A
to
Amendment Agreement
Dated as of October 26, 1987

Description of Trust Equipment

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				WCRC 1016	
				WCRC 1017	
				WCRC 1018	
				WCRC 1019	
				WCRC 1020	
				WCRC 1021	
				WCRC 1022	
				WCRC 1023	
				WCRC 1024	
				WCRC 1025	
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*Subject to change according to aggregate Cost and available deposited Cash.